

Exhibit A-12

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Withhold Account Holders*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	Chapter 11
CELSIUS NETWORK LLC, <i>et al.</i> ,	Case No. 22-10964 (MG)
Debtors.	(Jointly Administered)

**DECLARATION OF GAVIN HOFFMAN IN SUPPORT OF THE
AD HOC GROUP OF WITHHOLD ACCOUNT HOLDERS' PHASE I BRIEF**

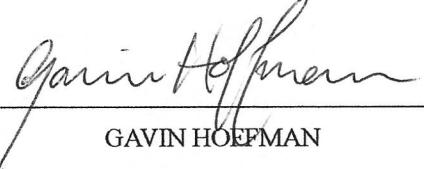
I, Gavin Hoffman, hereby declare under penalty of perjury:

1. I make this declaration based upon my personal knowledge. If I were called upon to testify, I could and would testify competently to the facts set forth herein.
2. I am a non-insider customer of Celsius *Ad Hoc Group of Withhold Account Holders' Phase I Brief Pursuant to the Joint Stipulation and Agreed Scheduling Order by and among the Debtors, the Committee and the Ad Hoc Groups with respect to the Custody and Withhold Issues* (the "Brief").
3. I live in a Prohibited State.
4. I am not a verified accredited investor with Celsius.
5. On or about April 12, 2022, I received an email from Celsius stating that "[y]our Celsius account is currently not eligible for the new Custody solution and will have new limitations, due to regulatory requirements in your state. New transfers made by non-accredited investors in your state, will not be accepted in Celsius for you to use. You will need to withdraw any new coins from your account. Unless you are a verified accredited investor, you will not be able to access Celsius services including Buy, Swap, CelPay and Borrow until we are able to offer Custody in your state."
6. At some time after April 15, 2022, I discovered that I had a "Withhold Account," which appeared without explanation on the Celsius app. During that period, I also learned that I could no longer whitelist an external wallet from the Earn Rewards account. Instead, coins first had to be transferred from Earn Rewards to a Withhold Account, then transferred to an external wallet from the Withhold Account.
7. I have downloaded a .csv file from the Celsius system showing all of my transactions on the Celsius platform. Each transaction, including each transfer out of the Earn Program and into a Withhold Account, is associated in the file with a unique, 32-character transaction identifier under the column heading "Internal id."
8. At the time that Celsius instituted the Pause, I had transferred coins out of the Earn Program and into a Withhold Account, and had initiated transfers to external wallets. Although the .csv file I downloaded from Celsius showed those external transfers as "confirmed," they appeared in the Celsius app as "Pending" and were frozen in the status due to the Pause. In or around October 2022, Celsius removed the coins from "Pending" status and redeposited them into my Withhold Account.
9. Celsius stopped awarding interest on my coins as soon as they were withdrawn from the Earn Program and transferred into my Withhold Account.
10. I am unable to access any Services (as defined in the Celsius Terms of Use) from my Withhold Account.
11. I do not have any outstanding loans in the Borrow Program.

[remainder intentionally left blank] □

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

November 4,
2022



GAVIN HOEFMAN